

BYLAWS
OF THE CAPITOL OF TEXAS CHAPTER
OF THE
INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be the Capitol of Texas Chapter, Information Systems Security Association, Inc., (ISSA) hereafter referred to as the "Chapter".

ARTICLE II

PURPOSE AND OBJECTIVES

The primary purpose of the Chapter is to promote the education of its members for the improvement and development of their capabilities relating to the security of information system processing, pursuant to Section 501 (c)(6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Chapter are: (a) to promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of information systems security, and information or data processing; (b) to encourage a free exchange of information security techniques, approaches, and problem solving by its members; (c) to provide adequate communication to keep members abreast of current events in information processing and security which can be beneficial to them and their employers; and, (d) to communicate to management and to systems and information processing professionals the importance of establishing controls necessary to ensure the secure organization and utilization of information processing resources.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Chapter is based upon one having primary interest and active involvement in information systems security in the private or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the Chapter as stated in Article II, and observance of the ISSA Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

Membership is subject to provisions of the ISSA Articles of Incorporation, and the bylaws of ISSA and the Chapter, and to rules established by the ISSA and Chapter Board of Directors.

There are two categories of membership:

General Members : (i) Professionals who have as their primary responsibility information systems security in the private or public sector, or professionals supplying information systems security consulting services to the private or public sector; or (ii) Educators, attorneys, and law enforcement officers having a vested interest in information/data security; or (iii) Professionals with primary responsibility for marketing or supplying security equipment or products.

Student Members : Full-time students interested in a career in or dealing with information systems security.

SECTION 2. The Chapter Board of Directors, at their discretion, may provide for other classes of membership.

SECTION 3. Members who maintain their membership by payment of dues as required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership. The membership year shall be from 1 January to 31 December.

SECTION 4. Membership may be terminated if payment of the annual Chapter dues has not been received by the Treasurer of the Chapter as provided for in Article VII.

SECTION 5. Any member may resign at any time, but such resignation shall not relieve the resigning individual from payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to a pro rata or other share of the assets of the Chapter.

SECTION 6. The Board of Directors, at any meeting at which a quorum is present may, by a two-thirds vote of those present terminate the membership of any member who in its judgment has violated the Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter of ISSA, provided that such person shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty days' (30) noticed of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. Such action by the Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the service or resources of the Chapter.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Chapter must be general members in good standing as of the date of their election. These officers shall be President, Vice President, Recording Secretary, Corresponding Secretary, Membership Director, Education Director, and, Treasurer. These officers shall constitute the Board of Directors. The President shall act as Chairperson thereof.

SECTION 2. President.

The President shall be the executive head of the Chapter and shall preside at all meetings of the Chapter. The President shall have the power to call special meetings if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decision.

The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board of Directors. This review shall be for the purpose of familiarizing each Board Member with the duties and responsibilities of their office and to identify any changes that may be required to keep the Bylaws current.

SECTION 3. Vice President.

The Vice President shall attend to the duties of the President in his/her absence, shall attend to any other duties as the President may require. Additionally, the Vice President shall coordinate with the President to review all membership applications for eligibility. In the event that the President's office may become vacant for any cause whatever the Vice President becomes President for the unexpired term.

SECTION 4. Recording Secretary.

The Recording Secretary shall record and keep minutes of all meetings, and shall maintain the official records of the Chapter.

SECTION 5. Corresponding Secretary.

The Corresponding Secretary shall maintain sufficient membership address lists as to ensure that all members in good standing are notified of meetings, and that all other correspondence necessary to the conduct of the Chapter is received by the members. At the direction of the President, the Corresponding Secretary shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Corresponding Secretary. Additionally, the Corresponding Secretary will be responsible for the publication of the Chapter newsletter, either directly or by supervising an appointed editor.

SECTION 6. Treasurer.

The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits.

SECTION 7. Membership Director

The Membership Director shall develop growth and retention programs, either directly or by committee. The Membership Director shall coordinate communications with the Corresponding Secretary and Education Director to maintain updated membership data. The Membership Director shall act as the Chapter contact with ISSA International on membership matters. Additionally, the Membership Director shall promote the Chapter goals and benefits to the general membership

Section 8. Education Director.

The Education Director shall oversee all educational activities of the Chapter and be responsible for the coordination of Chapter-sponsored educational offerings. All offerings will be approved by the Board of Directors. The Education Director will be responsible for forming a Education Committee to assist the Board in the selection of speakers/presenters, but does not include any vendor exhibition responsibilities.

SECTION 9. All past Presidents not holding a current office and retaining active membership shall be privileged to attend such meetings held by the Board of Directors, to act only in an advisory capacity and without power to vote.

SECTION 10. The business of the Chapter shall be managed by the Board of Directors. A Board quorum for business shall consist of half of the Board members being present. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 11. In case of Board vacancy other than the Office of President such vacancy shall be filled by appointment by the President, upon the advice of the remaining Board members, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 12. On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all members shall be required for removal from office.

SECTION 13. The President may appoint up to six (6) Industry Representatives to the Board of Directors from the general membership. The Industry Representatives will be used in an advisory capacity only and will have no voting power on the Board.

ARTICLE V

ELECTIONS

SECTION 1. The Board of Directors shall be elected by popular vote, each general member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of the Immediate Past President who will serve as the Nominating Committee Chairperson and one other member in good standing, selected by the Board of Directors at the October meeting of each year. Members in good standing may volunteer for this function.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at the December meeting.

SECTION 4. Elections shall be held at the December meeting of each year.

SECTION 5. Election results shall be announced at the December meeting.

SECTION 6. The term of office shall consist of one year commencing at the conclusion of the December meeting.

ARTICLE VI

MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held the third Thursday of each month.

SECTION 2. Special meetings may be called by the Board of Directors at any time upon ten day written notice to all members of the Chapter.

SECTION 3. At all meetings, a minimum of ten members in attendance shall constitute a quorum for the transaction of business.

SECTION 4. The order of business at regular meetings shall be as follows:

- a. Call to Order
- b. Reading and Approval of Minutes of Last Meeting
- c. Reading of Minutes of the Board of Directors Meeting
- d. Report of the Treasurer
- e. Reports of Special Committees
- f. Unfinished Business
- g. New Business
- h. Special Announcements
- i. Program Agenda
- j. Adjournment

SECTION 5. The order of business may be revised or dispensed with by the Board member presiding, if circumstances decree that such action be taken.

SECTION 6. The presiding Board member shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands at any Chapter function.

SECTION 7. Guests may be invited to regular meetings. If a guest attends more than three meetings in the same year, that person should be approached for membership.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable at the beginning of each calendar year. Additional fees may be required as the Board of Directors direct, with the approval of a majority of members in good standing. ISSA International Headquarters will collect dues. Of the dues collected from each member, Chapter dues will be forwarded to the Chapter by ISSA International. Payment of dues and fees shall be made in U.S. dollars or the equivalent based on the official exchange rate on the due date of the billing.

SECTION 2. The amount of annual Chapter dues shall be recommended by the Board of Directors and shall be approved by a two-thirds vote of the members in attendance during a regular meeting. Any proposed change to the Chapter dues must be publicized to the Chapter members at least two weeks prior to the regular meeting at which the vote on the change would take place.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board of Directors.

SECTION 4. Signatory authority for all bank accounts shall reside in the duly elected President, Vice President, Corresponding Secretary, and Treasurer.

SECTION 5. An Audit Committee consisting of two members in good standing shall be appointed by the President at the September meeting of each year. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the October meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE VIII

LIMITATIONS OF LIABILITY

SECTION 1. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the management firm for ISSA, International, by reasons of their affiliations, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. The Chapter shall not be responsible, nor liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of ISSA, International.

ARTICLE IX

HEADQUARTERS

The Headquarters of the Capitol of Texas Chapter shall be located in the State of Texas, at the address designated by the Board of Directors.

ARTICLE X

AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, repealed, or added to in the following manner only:

- a. Ten percent of the members of the Chapter may at any time propose in writing, signed by them and addressed to the Recording Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws. Any member of the Board of Directors may propose in writing the amendment or repeal or any existing provision of, or the addition of any new provision to the Bylaws.
- b. Such proposed amendments, repeals, or additions shall be presented at the next regular meeting of the Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors unless notice of the proposal has been given to each member of the Board not less than 10 days prior to the meeting.
- c. At the meeting of the Board of Directors called in accordance with the provisions of Paragraph b. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the members present. If, at the meeting, a quorum being present, two-thirds of the total number of directors present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next regular meeting of the Chapter for ratification.
- d. Amendments to these Bylaws shall become effective after ratification by the Chapter members at a regular meeting on the date specified by the Board of Directors.